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January 31, 2018

VIA HAND-DELIVERY AND ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

***RE: Quarterly Status Report on Commitments by SprintCom, Inc., Shenandoah
Personal Communications, LLC Pursuant to DA 16-413; WT Docket 15-262***

Dear Ms. Dortch:

Pursuant to the Commission's Memorandum Opinion and Order approving the acquisition of NTELOS Holdings Corp. ("NTELOS") and its subsidiaries by Shenandoah Telecommunications Company ("Shentel")¹ and the assignment of certain spectrum licenses to SprintCom, Inc. ("Sprint") (the "Order"), Shentel and Sprint respectfully submit this quarterly report. This report details the progress Sprint and Shentel have made in complying with the commitments made by the companies in the Sprint/Shentel Voluntary Commitment Letter.²

Network Deployment

In connection with the FCC's approval of the merger, Shentel committed to a number of network upgrades, enhancements, and expansions that would increase customers' access to high quality voice and data services in the areas previously served by the NTELOS network (the "legacy area").

Specifically, Shentel committed to complete deployment of 4G LTE services in the legacy area utilizing Band Class 25 (1900 MHz) for 4G LTE service, and Band Class 26 (800 MHz) for both voice and 4G LTE service. Shentel also committed to deploying 4G LTE in Band Class 41 (2.5 GHz) and other improvements in areas that require additional 4G LTE capacity due to greater population density such as Charlottesville and Roanoke in Virginia, and Charleston and Morgantown in West Virginia. Shentel's commitment to improve and expand 4G LTE service also included the future deployment of 150 new cell sites across the legacy area.

Shentel has made significant progress in furtherance of its commitments since the transaction closed on May 6, 2016. As of September 30, 2017, Shentel completed the upgrade of

¹ In the Matter of SprintCom, Inc., Shenandoah Personal Communications, LLC, and NTELOS Holdings Corp. For Consent to Assign Licenses and Spectrum Lease Authorizations and to Transfer Control of Spectrum Lease Authorizations and an International Section 214 Authorization, Memorandum Opinion and Order, 31 FCC Rcd. 3631 (2016).

² Letter from James B. Goldstein, Senior Counsel, Legal and Government Affairs, Sprint Corp. and K.C. Halm, Counsel for Shenandoah Personal Communications, LLC, to Marlene H. Dortch, Secretary WT Docket No. 15-262 at 5 (filed April 12, 2016) ("Sprint/Shentel Commitment Letter").

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the former nTelos network from 3G to 4G LTE. As a result of these upgrades, 4G LTE coverage is now available to 100 percent of the covered POPs in the legacy NTELOS area. The company has deployed Band Class 26 (800MHz) for 800 MHz 4G LTE service at [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites and 800 MHz CDMA voice service at [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites. To date, Shentel has enhanced 4G LTE speed and capacity in its network by deploying Band Class 41 (2.5GHz) in [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites in certain areas with greater population density.

Shentel has exceeded its commitment of building 150 new sites, and has already put [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites on air, with many more are in the development stage. Below details the progress made in certain portions of the legacy area:

- Charlottesville, VA: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] sites are still under development. Of the existing sites, 100 percent provide 4G LTE coverage.
- Roanoke, VA: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new site is under development. Of the existing sites, 100 percent provide 4G LTE coverage.
- Morgantown, WV: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites have been completed and are “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] is still under development. Of the existing sites, 100 percent provide 4G LTE coverage.
- Charleston, WV: [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new site has been completed and is “on air,” and [[BEGIN CONFIDENTIAL]] [REDACTED] [[END CONFIDENTIAL]] new sites are currently under development. Of the existing sites, 100 percent provide 4G LTE coverage.

Customer Transition

Shentel completed the migration of the nTelos prepaid customers to the Sprint billing system in the fourth quarter of 2016. Shentel migrated postpaid customers in 2016 and 2017, completing the process by the end of the third quarter of 2017. Approximately 65% of the prepaid and 75% of the postpaid former nTelos customers made the decision to migrate to Sprint rather than switch to an alternate provider during the transition process.

Voluntary Spectrum Divestitures

In the Sprint/Shentel joint voluntary commitments letter, Sprint agreed to undertake certain post-transaction spectrum divestitures to lower its total spectrum holdings in certain markets impacted by the Sprint – Shentel – NTELOS transaction. Sprint agreed it would file applications to divest itself of certain AWS and 2.5 GHz spectrum in seven geographic areas.

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Sprint hereby reports its progress as follows:

On March 1, 2016, Sprint filed an application to assign its 20 MHz AWS -1 (A Block) Cellular Market Area (“CMA”) license for Charlottesville, VA (Call Sign WQGD655) to Verizon Wireless.³ This application was part of a larger spectrum transaction between the parties.⁴ The Commission granted the applications on August 15, 2016, and the parties consummated the transaction on September 23, 2016.

On March 28, 2016, Sprint filed an application to assign six 20 MHz AWS – 1 (A Block) CMA licenses for CMA157 (Roanoke) (Call Sign WQGD653), CMA203 (Lynchburg) (Call Sign WQGD654), CMA684 (Virginia 4 - Bedford) (Call Sign WQGD657), CMA683 (Virginia 3 – Giles) (Call Sign WQGD656), CMA685 (Virginia 5 – Bath) (Call Sign WQGD658) and CMA686 (Virginia 6 – Highland) (WQGD659) to subsidiaries of United States Cellular Corporation.⁵ This application was part of a larger spectrum transaction between the parties.⁶ The Commission granted the applications on November 7, 2016, and the parties consummated the transaction on December 20, 2016.

To divest 10 MHz of 2.5 GHz spectrum in CMA157 (Roanoke), CMA683 (Virginia 3 – Giles), CMA684 (Virginia 4 - Bedford) and CMA685 (Virginia 5 – Bath), Sprint renegotiated existing leases with four Educational Broadband Service (“EBS”) licensees to reduce Sprint’s access to spectrum in each lease to lower Sprint’s total spectrum holdings in the four CMAs. All four EBS lease modifications have been filed with the Commission and all four lease modifications have been approved to date.⁷

Given these efforts over the past year, Sprint has completed all of the voluntary spectrum divestiture commitments.

Please contact the undersigned should you have any questions about this submission.
Thank you.

³ ULS application 50004ALAA16.

⁴ See Sprint Corporation and Celco Partnership D/B/A Verizon Wireless Seek FCC Consent to the Assignments of Personal Communications Service Licenses and Advanced Wireless Services Licenses, *Public Notice*, WT Docket 16-175 (May 13, 2016).

⁵ ULS application 50006AWAA16.

⁶ See Sprint Corporation and United States Cellular Corporation Seek FCC Consent to the Assignments of Personal Communications Service Licenses and Advanced Wireless Services Licenses, *Public Notice*, WT Docket 16-179 (July 7, 2016).

⁷ On October 4, 2016, Sprint filed an application (ULS File No. 0007479974) to modify its lease with the Botetourt County School Board (Call Sign WNC207) to remove the B4 Channel. The application to modify its lease was granted on November 24, 2016. On October 4, 2016, Sprint filed an application (ULS File No. 0007486610) to modify its lease with the School Board of Roanoke County (Call Sign WNC206) to remove the D4 Channel. The application to modify the lease was granted on November 24, 2016. On November 9, 2016, Sprint filed an application (ULS File No. 0007542313) to modify its lease with Blue Ridge Public Television, Inc. (Call Sign WHR795) to remove the C4 Channel. The application to modify the lease was granted on December 2, 2016. On January 27, 2017, Sprint filed an application (ULS File No. 0007623912) to modify its lease with the School Board of the City of Roanoke (Call Sign WNC984) to remove the A4 Channel. The application to modify the lease was granted on February 24, 2017.

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Respectfully submitted,

SPRINTCOM, INC.

**SHENANDOAH PERSONAL
COMMUNICATIONS, LLC**

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